

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORPORATION	:	
DERIVATIVE AND CLASS	:	
LITIGATION	:	Lead Case No. 1:05-cv-00327-GMS
_____		:
This Document Relates To:	:	
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ALL ACTIONS.	:	
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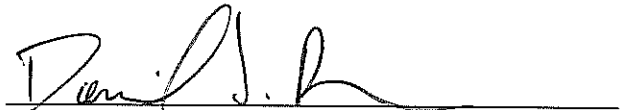
**PLAINTIFFS' MOTION FOR LEAVE TO FILE A SUR-REPLY BRIEF IN  
OPPOSITION TO THE MBNA OUTSIDE DIRECTORS' MOTION TO DISMISS**

1. Plaintiffs respectfully request leave to file a sur-reply brief in opposition to the MBNA Outside Directors' Motion To Dismiss (D.I. No. 42) ("Motion to Dismiss"). In their Reply Brief in Support of their Motion to Dismiss (D.I. No. 53) ("Reply"), the Outside Directors argue for the first time that Plaintiffs' complaint should be dismissed for lack of subject matter jurisdiction. (Reply at 2-4). The Outside Directors' argument is that Plaintiffs' action is really a state law action and not properly before this federal court. (Id.) No defendant made this argument in their opening briefs. Thus, the argument is made in violation of Local Rule 7.1.3(c)(2) which states: "The party filing the opening brief shall not reserve material for the reply brief which should have been included in a full and fair opening brief." Because the Outside Defendants violated Local Rule 7.1.3(c)(2), Plaintiffs have never had the opportunity to address this argument. Given that the argument requests dismissal of the entire complaint on entirely new grounds, Plaintiffs must not be denied their right to answer the Outside Defendants' arguments. Accordingly,

Plaintiffs request that they be permitted leave to file a sur-reply to address the Outside Defendants' new arguments.

DATED: April 21, 2006

CHIMICLES & TIKELLIS, LLP



Pamela S. Tikellis (#2172)

Daniel J. Brown (#4688)

One Rodney Square

P.O. Box 1035

Wilmington, DE 19899

Telephone: 302/656-2500

Facsimile: 302/656-9053

Liaison Counsel for Plaintiffs

ROBBINS UMEDA & FINK, LLP

BRIAN J. ROBBINS

JEFFREY P. FINK

610 West Ash Street, Suite 1800

San Diego, CA 92101

Telephone: 619/525-3990

Facsimile: 619/525-3991

PASKOWITZ & ASSOCIATES

LAURENCE PASKOWITZ

60 East 42nd Street, 46th Floor

New York, NY 10165

Telephone: 212/685-0969

Facsimile: 212/685-2306

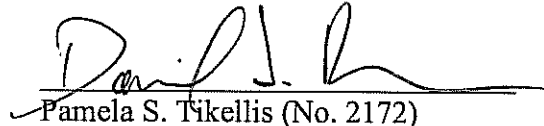
Co-Lead Counsel for Plaintiffs

**RULE 7.1.1 CERTIFICATE**

I hereby certify that the subject of Plaintiffs' Motion for Leave to File a Sur-Reply and Proposed Order has been raised by Plaintiffs' co-lead counsel, Laurence Paskowitz, Esquire, of Paskowitz & Associates, with the Insider Defendants' counsel, and was advised that the Insider Defendants take no position; and with the Outside Director Defendants' counsel and was advised that while the Outside Directors do not oppose the filing of the motion, they may oppose the motion itself.

Dated: April 21, 2006

CHIMICLES & TIKELLIS LLP

A handwritten signature in black ink, appearing to read 'Daniel J. Brown', is written over a horizontal line.

Pamela S. Tikellis (No. 2172)

Daniel J. Brown (No. 4688)

One Rodney Square

P.O. Box 1035

Wilmington, DE 19899

(302) 656-2500

Liaison Counsel for Plaintiffs